

MATERIAL CHANGE REPORT

FORM 51-102F3

1. Name and Address of Company

State the full name or your company and the address of its principal office in Canada.

Grayd Resource Corporation (“Grayd”)
Suite 420, 475 Howe Street
Vancouver, BC
V6C 2B3

2. Date of Material Changes

State the date of the material change. October 26, 2010

3. News Release

The news release dated October 26, 2010 was filed with the TSX Venture Exchange and the British Columbia and Alberta Securities Commissions via SEDAR and disseminated through Marketwire, Canada Stockwatch, Market News and various other approved public media.

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Grayd has entered into an agreement with a syndicate of agents led by Canaccord Genuity Corp. and including Macquarie Capital Markets Canada Ltd. and Desjardins Securities Inc. to sell up to 4,000,000 common shares (the “Common Shares”) on a private placement commercially reasonable efforts basis at a price of \$1.25 per Common Share for aggregate gross proceeds of \$5,000,000.

5. Full Description of Material Change

Reference Grayd’s news release dated October 26, 2010 herein.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Marc A. Prefontaine, M.Sc., P.Geo
President and Chief Executive Officer
Telephone: 604-681-7446

9. Date of Report

DATED at Vancouver, B.C., this 26th day of October, 2010.

GRAYD RESOURCE CORPORATION

/s/ Sharon L. Fleming

Sharon L. Fleming
Corporate Secretary

NEWS RELEASE

This News Release is not for Distribution to U.S. Newswire Services
or for Dissemination in the United States

GRAYD ANNOUNCES \$5.0 MILLION PRIVATE PLACEMENT FINANCING

Vancouver, BC, October 26, 2010. . . Grayd Resource Corporation (“Grayd” or the “Company”) (TSX-V:GYD) announces it has entered into an agreement with a syndicate of agents led by Canaccord Genuity Corp. and including Macquarie Capital Markets Canada Ltd. and Desjardins Securities Inc. (the “Agents”), to sell up to 4,000,000 common shares (the “Common Shares”) on a private placement commercially reasonable efforts basis at a price of \$1.25 per Common Share for aggregate gross proceeds of \$5,000,000 (the “Offering”).

In addition, Grayd will grant the Agents an over-allotment option, exercisable prior to the closing of the Offering, to purchase from Grayd up to an additional 20% of the Common Shares issued through the Offering, at the same price as is applicable to the Offering.

The Agents will receive a cash commission of 6% of the proceeds raised through the Offering and warrants (“Broker Warrants”) equal to 5% of the Common Shares issued through the Offering. Each Broker Warrant shall be exercisable to acquire one Common Share of Grayd at an exercise price of \$1.25 per share for a period of 18 months from closing.

Funds raised from the issuance of the Common Shares shall be used to fund on-going work programs on Grayd’s La India project in Mexico and for general working capital purposes.

The Offering is scheduled to close on or about November 17, 2010 and is subject to certain conditions including, but not limited to, receipt of all required regulatory approvals. The securities issued by Grayd Company in connection with this Offering are subject to a 4-month "hold period" as prescribed by the TSX Venture Exchange and applicable securities laws.

ABOUT GRAYD RESOURCE CORPORATION

Grayd Resource Corporation is a growth-oriented junior natural resource company focused primarily on exploring and developing a large land position in Mexico which is highly prospective for gold and silver mineralization. Grayd’s directors and officers are experienced in all aspects of mineral exploration, development and production and have been involved with several successful mining projects during the past 20 years. For further information, contact Marc A. Prefontaine, President at 604-681-7446.

The TSX Venture Exchange has neither approved nor disapproved of the information herein.

The information in this news release may contain forward-looking statements. When used in this release, words such as “estimate”, “expect”, “anticipate” and “believe” as well as similar expression are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects, and goals for the Company and therefore involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements, which speak only as of the date the statements were made. The Company does not update forward-looking statements continually as conditions change.